

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
California Pretzel Co., Inc.		12/30/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	National Pretzel Company, Inc.		
Street Address:	2060 Old Philadelphia Pike		
City:	Lancaster		
State/Country:	PENNSYLVANIA		
Postal Code:	17602		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2073096	LAURA SCUDDER'S	
Registration Number:	1408774	OLD SAN FRANCISCO STYLE	
CORRESPONDENCE DATA			
Fax Number:	(415)433-9434		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	4154331099		
Email:	bds@sfcounsel.com		
Correspondent Name:	Brandon D. Smith		
Address Line 1:	140 Geary Street, 7th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94108		
ATTORNEY DOCKET NUMBER:	BARBIERI.NPC		
NAME OF SUBMITTER:	Brandon D. Smith		
Signature:	/Brandon D. Smith/		

TRADEMARK

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Date:

06/09/2011

Total Attachments: 7

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of December __, 2009, by and between **NATIONAL PRETZEL COMPANY, INC.**, a corporation organized and existing under the laws of the State of Delaware ("NPC" or sometimes herein "Surviving Entity"), **ANDERSON BAKERY CO., INC.**, a corporation existing pursuant to the laws of the State of Delaware ("ABC"), **CALIFORNIA PRETZEL CO., INC.**, a corporation existing pursuant to the laws of the State of California ("CPC"), and **PENNSYLVANIA PRETZEL COMPANY, INC.**, a corporation existing pursuant to the laws of the State of Delaware ("PPC").

BACKGROUND

WHEREAS, NPC is a corporation organized and existing under Delaware law, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on September 16, 1999 and

WHEREAS, ABC is a corporation organized and existing under Delaware law, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on July 9, 1999; and

WHEREAS, CPC is a corporation organized and existing under California law, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of California on April 5, 1995; and

WHEREAS, PPC is a corporation organized and existing under Delaware law, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on June 22, 2007 and

WHEREAS, in all respects, the respective members, directors and shareholders, as applicable, of NPC, ABC, CPC and PPC deem it advisable and to the advantage, welfare and best interests of such corporations to merge with and into NPC pursuant to the provisions of the Delaware General Corporation Law ("DGCL"), and the California Corporations Code ("CCC") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants hereinafter contained, and intending to be legally bound, the parties hereto agree as follows:

1. **Merger.** Upon and subject to all the terms and conditions set forth in this Agreement and Plan of Merger, ABC, CPC and PPC shall merge with and into NPC. NPC shall survive and continue to do business under the name "National Pretzel Company, Inc." as a Delaware corporation.

2. **Effective Date.** The merger shall be effective on December 30, 2009, at 12:01 am which date shall be referred to hereinafter as the "Effective Time of the Merger."

3. **Certificate of Incorporation of Surviving Entity.** On the Effective Time of the Merger, the Certificate of Incorporation of NPC, as amended to date, shall be the Certificate of Incorporation of Surviving Entity until further amended as provided in accordance with the provisions thereof.

4. **Bylaws of Surviving Entity.** On the Effective Time of the Merger, the Bylaws of NPC shall be the Bylaws of Surviving Entity until further amended in accordance with the provisions thereof.

5. **Directors and Officers of Surviving Entity.** On the Effective Time of the Merger, the members of the Board of Directors and the principal officers of Surviving Entity shall be those persons who were members of the Board of Directors and principal officers of NPC immediately prior to the Effective Date of the Merger and shall each hold the office in Surviving Entity which he or she held in NPC.

6. **Cancellation of Shares of California, Anderson and Shultz.** As of the Effective Date and by virtue of the Merger and without any action on the part of the parties hereto, all of the issued and outstanding shares of capital stock of ABC, CPC and PPC shall be cancelled and cease to exist (the cash, property and rights that NPC is to receive in exchange therefor being the property, etc. being transferred to NPC as a result of the Merger). Each share of the capital stock of NPC that is issued and outstanding immediately before the Effective Date shall, on and after the Effective Date, remain issued and outstanding as one (1) share of the capital stock of NPC, and each holder thereof shall retain his or her rights therein. The holders of the shares of capital stock of NPC outstanding immediately prior to the Effective Date shall, immediately after the Effective Date, continue to hold a majority of the outstanding shares of capital stock of NPC.

7. **Authorization.** Execution of this Agreement and Plan of Merger by each of the undersigned corporations shall evidence the adoption of each of the terms and provisions of this Agreement and Plan of Merger by each of undersigned corporations, in accordance with the applicable provisions of the general corporation law of the state of domicile of each of the undersigned corporations, including Section 253(a) of the DGCL.

8. **Effect of Merger.** On the Effective Time of the Merger:

(a) ABC, CPC and PPC shall be merged with and into Surviving Entity and shall cease to exist;

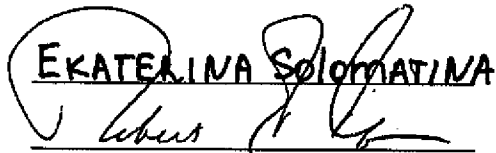
(b) all the property, real, personal and mixed, all franchises, and all debts due on whatever account to ABC, CPC and PPC, including causes of action belonging to ABC, CPC and PPC, shall be transferred to and vested in Surviving Entity without further act or deed;

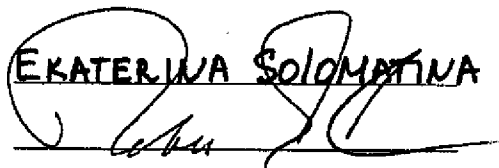
(c) Surviving Entity shall be responsible for all liabilities and obligations of ABC, CPC, PPC and Surviving Entity. Liens upon the properties of ABC, CPC and PPC shall not be impaired by the merger and any claim existing or action or proceeding pending by or against ABC, CPC and PPC may be prosecuted to judgment as if such merger had not taken place or Surviving Entity may be substituted in ABC, CPC and PPC's place; and

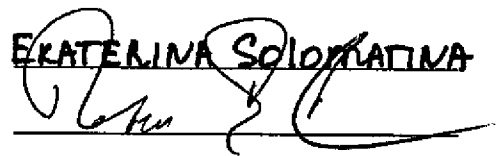
(d) all taxes, penalties and other governmental accounts claimed against California, Anderson, and Shultz but not settled, assessed or determined prior to the merger shall be settled, assessed or determined against Surviving Entity and shall be a lien against the franchises and property, both real and personal, of Surviving Entity to the extent required by law.

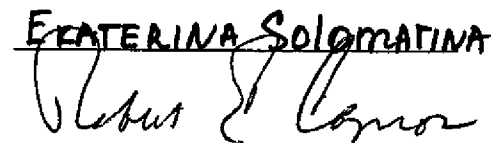
IN WITNESS WHEREOF, ABC, CPC, PPC and NPC have caused this Agreement and Plan of Merger to be executed on their behalf by their duly authorized officers as of the day and year first above written.

ATTEST:

EKATERINA SOLOMATINA


EKATERINA SOLOMATINA


EKATERINA SOLOMATINA


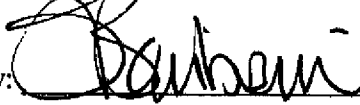
EKATERINA SOLOMATINA


NATIONAL PRETZEL COMPANY, INC.

By: 


Stephen R. Barbieri, Secretary

CALIFORNIA PRETZEL CO., INC.

By: 

Stephen R. Barbieri, Secretary

ANDERSON BAKERY CO., INC.

By: 

Stephen R. Barbieri, Secretary

PENNSYLVANIA PRETZEL CO., INC.

By: 

Stephen R. Barbieri, Secretary

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 19 2010

DEBRA BOWEN
Secretary of State

Delaware

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*The First State***ENDORSED - FILED**
in the office of the Secretary of State
of the State of California**JAN - 4 2010**

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANDERSON BAKERY CO., INC.", A DELAWARE CORPORATION,
"CALIFORNIA PRETZEL CO., INC.", A CALIFORNIA CORPORATION,
"PENNSYLVANIA PRETZEL CO., INC.", A DELAWARE CORPORATION,
WITH AND INTO "NATIONAL PRETZEL COMPANY, INC." UNDER THE
NAME OF "NATIONAL PRETZEL COMPANY, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2009, AT 5:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF
DECEMBER, A.D. 2009, AT 12:01 O'CLOCK A.M.

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100001996

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7734603

DATE: 01-04-10

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
TWO DOMESTIC CORPORATIONS AND ONE FOREIGN
CORPORATION INTO A DOMESTIC CORPORATION**

Pursuant to Title 8, Sections 251(c) and 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is NATIONAL PRETZEL COMPANY, INC. The name of the domestic corporations being merged into this surviving corporation are ANDERSON BAKERY CO., INC. and PENNSYLVANIA PRETZEL CO., INC. The name of the foreign corporation being merged into this surviving corporation is CALIFORNIA PRETZEL CO., INC., a California corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the domestic constituent corporations pursuant to Title 8, Section 251 of the General Corporation Law of the State of Delaware. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the non-Delaware constituent corporation pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is NATIONAL PRETZEL COMPANY, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 10,000 shares of Common Stock with no par value.

SIXTH: The merger is to become effective on December 30, 2009 at 12:01 am.

SEVENTH: The Agreement of Merger is on file at 2060 Old Philadelphia Pike, Lancaster, Pennsylvania 17602, the place of business of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 23 day of December, A.D., 2009.

NATIONAL PRETZEL COMPANY, INC.
By: Stephen R. Barbieri
Stephen R. Barbieri, Secretary

